

RECORDATION NO. **23372-K** FILED

AUG 30 01 3-49 PM
TS

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

August 30, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Purchase and Assignment for Security, dated as of August 30, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement (Rider No. 6) which is being filed with the Board under Recordation Number 23372-H.

The names and addresses of the parties to the enclosed document are:

Assignor: Greenbrier Leasing Corporation
One Centerpointe Drive
Lake Oswego, Oregon 97035

Assignee: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, New York 10036

A description of the railroad equipment covered by the enclosed document is:

Forty (40) railcars: FEC 60085 – FEC 60124.

Mr. Vernon A. Williams
August 30, 2001
Page 2

A short summary of the document to appear in the index is:

Memorandum of Purchase and Assignment for Security.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 23372-K FILED

AUG 30 '01 3-49 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF PURCHASE AND ASSIGNMENT FOR SECURITY

BETWEEN

GREENBRIER LEASING CORPORATION

AND

THE CIT GROUP/EQUIPMENT FINANCING, INC.

AUGUST 30, 2001

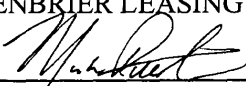
Memorandum of Purchase and Assignment for Security made and entered into as of August 30, 2001, by and between Greenbrier Leasing Corporation, a Delaware corporation ("Assignor"), and The CIT Group/Equipment Financing, Inc., a Delaware corporation ("Assignee").

WITNESSETH:

1. Assignor, as Lessor, leased to Florida East Coast Railway, LLC ("Lessee") forty (40) 3-unit double-stack railcars with 53-foot wells, marked and numbered FEC 60085 through FEC 60124, inclusive (the "Cars") pursuant to that certain Lease Agreement dated May 1, 2000 and Rider No. 6 thereto dated March 16, 2001, (collectively, the "Sublease").
2. Assignee has purchased Assignor's interest in the Cars.
3. Assignor has assigned the Sublease to Assignee to secure Assignor's performance of its obligations under a Limited Recourse Lease Agreement between Assignor and Assignee executed on even date herewith.
4. This Memorandum may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: 

Title: Vice President

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 

Title: SR VP

RECORDATION NO. 23372-K FILED

AUG 30 '01 3:49 PM

SURFACE TRANSPORTATION BOARD

On this 28th day of August, 2001, before me personally appeared Mark Rittenbaum, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

OFFICIAL SEAL
JANETE JOHNSTON
NOTARY PUBLIC-OREGON
COMMISSION NO. 311359
MY COMMISSION EXPIRES MAY 28 2002

On this 27th day of August, 2001, before me personally appeared Stephen Z. Senepca, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of The CIT Group/Equipment Financing, Inc., that the foregoing instrument was signed on behalf of said corporation, and he or she acknowledged that the execution of the said instrument was his or her free act and deed.

INDRA BEDASIE
Notary Public, State of New York
No. 01BE6014602
Qualified in Queens County
Certificate filed in New York County
Commission Expires Oct. 19, 2022